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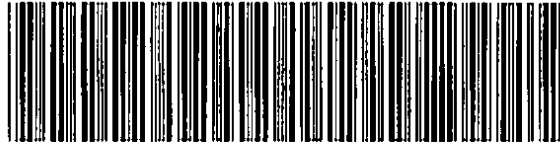
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S. PRATHE

EVERGLADES CITY CLUB, LODGE & VILLAS II
CONDOMINIUM ASSOCIATION, INC

P O Box 1
EVERGLADES CITY, FLORIDA 34139

August 30, 2022

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: Everglades City Club, Lodge & Villas II
Condominium Association, Inc. ;
Document Number: N01050

Gentlemen:

Enclosed are the original and one (1) copy of the First Amendment and Restatement of Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc.

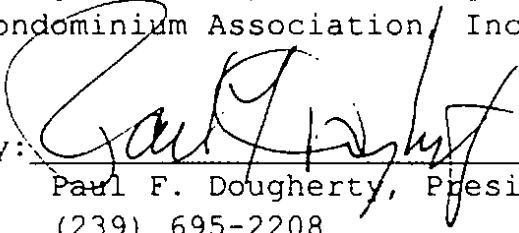
Please file the First Amendment and Restatement of Articles of Incorporation and return one (1) certified copy in the enclosed envelope.

Enclosed is a \$43.75 check, payable to Florida Department of State, for the filing fee and the certified copy.

Thank you for your assistance relative to this matter.

Everglades City Club, Lodge & Villas II
Condominium Association, Inc.

By:


Paul F. Dougherty, President

(239) 695-2208

(717) 586-9200

**FIRST AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
EVERGLADES CITY CLUB, LODGE & VILLAS II
CONDOMINIUM ASSOCIATION, INC.**

2022 SEP - 1 11:03:01
FILED

THIS FIRST AMENDMENT AND RESTATEMENT of Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc., a Florida not-for-profit corporation, is made and entered into this 30th day of August 2022; and

WHEREAS, the original Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc., a Florida not-for-profit corporation ("Original Articles"), created pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, were filed with the Secretary of State of the State of Florida on January 24, 1984 and became effective and commenced on that date; and

WHEREAS, the First Amendment and Restatement of Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc. contains substantial rewording of the Original Articles, and the First Amendment and Restatement definitively amends, restates, and supersedes all of the terms, conditions, and provisions (individually and collectively the "provisions," as the context may require, or otherwise as may be appropriate) as set forth in the Original Articles such that any and all of the provisions hereinafter as set forth make any and all reference to the Original Articles unnecessary, except to determine the effective date and commencement of incorporation; and

WHEREAS, Everglades City Club, Lodge & Villas II Condominium Association, Inc. ("Corporation") is the operator of the condominium established and created pursuant to that certain Declaration of Condominium of Everglades City Club, Lodge & Villas II, a Condominium, recorded on February 16, 1984 in Official Records Book 1066, Pages 1083 through 1182, inclusive, in the Public Records of Collier County, Florida; and

WHEREAS, pursuant to the provisions as set forth in §617.01201, §617.0701, §617.1001, §617.1002, §617.1006, and §617.1007 of the Florida Not For Profit Corporation Act, the First Amendment and Restatement of Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc., is in compliance

with Chapter 617 of the Florida Not For Profit Corporation Act, and the Corporation hereby amends and restates the Original Articles in its entirety; and

WHEREAS, the First Amendment and Restatement of Articles of Incorporation of Everglades City Club, Lodge & Villas II Condominium Association, Inc. (alternately "First Amendment and Restatement," or "Articles of Incorporation") has been approved and adopted by the three-fourths ($\frac{3}{4}$) majority vote of the members of the Corporation authorized and entitled to vote at a special meeting of the members held on March 26, 2022, pursuant to section 9.2 of ARTICLE 9 of the Original Articles; and

WHEREAS, the number of votes cast by the members of the Corporation for the approval and adoption of the First Amendment and Restatement was sufficient for the approval and adoption by the Corporation.

NOW THEREFORE, the above recitals are true and correct, are a material part of the First Amendment and Restatement, are incorporated herein by reference, and the undersigned, as President of the Corporation, hereby certifies, as follows:

ARTICLE I
NAME AND ADDRESS

§.1.1 Name. The name of the Corporation shall be Everglades City Club, Lodge & Villas II Condominium Association, Inc.

§.1.2 Address. The principal office of the Corporation currently shall be located at 211 Buckner Avenue South, Everglades City, Florida 34139, or at such other place within the State of Florida as shall be determined by the Board of Directors of the Corporation. The mailing address of the Corporation shall be Post Office Box 1, Everglades City, Florida 34139-0001.

ARTICLE II
PURPOSE AND POWERS

§.2.1 Purpose. The Corporation has been organized and created pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes ("Florida Not For Profit Corporation Act") in Collier County, Florida to provide for the administration and operation of the business and affairs of Everglades City Club, Lodge & Villas II, a Condominium, as amended ("Condominium"), pursuant to the Florida Condominium Act, Chapter 718 of the Florida Statutes ("Florida Condominium Act").

§.2.2 Powers and Duties. The Corporation is a non-stock, not-for-profit corporation. No portion of the earnings of the Corporation shall inure to, for the benefit of, or be distributed to, any director, officer, or member of the Corporation, except as set forth in §617.1302 (2) of the Florida Not For Profit Corporation Act. No member of the Corporation shall have a vested property right in, and relative to the administration and operation of the business and affairs of the Corporation all more particularly as set forth in §617.1001 (2) of the Florida Not For Profit Corporation Act. The Corporation shall have all of the statutory and common law rights, powers, duties, and authority reasonably necessary for the administration and operation of the business and affairs of the Corporation, including but not limited to, the following:

A. Assessments. To make, levy, and collect assessments, including regular and special assessments, against and from the members of the Corporation to pay from the proceeds thereof, the (1) common expenses; (2) deferred maintenance; (3) capital expenditures; and (4) additions to the reserve funds of the Corporation;

B. Maintenance and Repairs. To alter, maintain, repair, replace, reconstruct, and protect the (1) condominium property; (2) common elements; and (3) limited common elements of the Corporation;

C. Insurance. To purchase and maintain in full force and effect any and all types of insurance to protect the financial interests of the Corporation relative to (1) casualties, damages, losses, or other events to the (a) condominium property; (b) common elements; and (c) limited common elements; (2) any legal liability of the Corporation; (3) the financial protection and indemnification of the members of the Board of Directors and officers of the Corporation; and (4) any casualty, damage, loss, or other event for which the Corporation shall have an insurable interest;

D. Improvements. To make improvements to, and alter, repair, replace, and reconstruct such improvements to the (1) condominium property; (2) common elements; and (3) limited common elements in the ordinary course of the administration and operation of the business and affairs of the Corporation, and subsequent to any casualty, damage, loss, or other event of any kind or nature whatsoever;

E. Rules and Regulations. To make, amend, modify, and restate, reasonable Rules and Regulations ("Rules and Regulations") promulgated and approved by the Board of Directors of the Corporation ("Board of Directors") relative to the use, benefit, occupancy, enjoyment, lease, rental, administration, and operation of the (1) units and boat slips owned by the (a) members of the Corporation; and (b) Corporation; and (2) condominium property, common elements, and limited common elements. Rules and Regulations promulgated and approved by the Board of Directors then shall be submitted to the members of the Corporation at an annual, or special meeting of the members. To become effective, the Rules and Regulations shall be approved and adopted by the three-fourths (3/4) majority vote of the members of the Corporation authorized and entitled to vote;

F. Transfer of Ownership. The Board of Directors shall approve or disapprove the transfer of record title ownership to the units and boat slips owned by the members of the Corporation, whether to be acquired by (1) purchase; (2) agreement for deed; (3) inheritance; (4) gift; or (5) other transfer, all more particularly as set forth in the Declaration of Condominium of Everglades City Club, Lodge & Villas II, a Condominium ("Declaration");

G. Enforcement by Corporation. To enforce the provisions as set forth in the (1) Articles of Incorporation; (2) Declaration; (3) Bylaws; (4) Rules and Regulations; (5) Florida Condominium Act; and (6) Florida Not For Profit Corporation Act by legal proceedings (at law or in equity), administrative governmental proceedings, and actions of the Board of Directors relative to the (a) ownership, use, benefit, occupancy, enjoyment, lease, rental, inheritance, gift, or other transfer, or any interest therein relative to the units and boat slips; and (b) administration and operation of the business and affairs of the Corporation relative to the (i) units and boat slips; (ii) condominium property; (iii) common elements; and (iv) limited common elements; and

H. Acquisition of Units and Boat Slips by the Corporation. The Corporation may acquire the record title ownership to a unit and boat slip, or any interest therein by the (1) purchase at a foreclosure sale; (2) acceptance of a deed in lieu of foreclosure; (3) purchase at a tax or judicial sale; or (4) purchase from the record title owner of a unit and boat slip. The Corporation may sell, hold, lease, rent, mortgage, or otherwise convey the record title ownership to a unit and boat slip so acquired.

ARTICLE III
MEMBERSHIP

§.3.1 Membership. The members of the Corporation shall consist of all of the record title owners of a unit and at least one (1) boat slip, and such membership shall be appurtenant to, and shall not be separated from the record title ownership to a unit and at least one (1) boat slip. Upon the termination and dissolution of the Corporation, the (a) beneficial interest of the former record title owners of a unit and at least one (1) boat slip shall be owned by the former record title owners as tenants in common; and (b) undivided proportionate share of the respective ownership interests of the former record title owners of a unit and at least one (1) boat slip, on the effective date of such termination and dissolution, shall be all more particularly as set forth in the Declaration.

§.3.2 Change of Membership. Subsequent to the receipt of the written approval of the Board of Directors, a change of membership in the Corporation shall be established and become effective upon the (a) recording of a deed, agreement for deed, or other legally enforceable instrument of conveyance for the ownership of real property that shall establish the record title ownership to a unit and at least one (1) boat slip; (b) recording of a certificate of approval that shall establish the approval of the Board of Directors of such conveyance; and (c) submission of certified copies of all such recorded documents to the Secretary of the Corporation. Membership in the Corporation of the then record title owner of a unit and at least one (1) boat slip then shall become effective, and the membership of the former record title owner of a unit and at least one (1) boat slip then shall be terminated. The documents hereinabove as set forth in §.3.2 shall be recorded in the Public Records of Collier County, Florida.

§.3.3 Funds and Assets. All of the (a) monies, funds, and other valuable liquid assets of the Corporation; (b) title to all of the property acquired and owned by the Corporation; and (c) proceeds from (1) the collection of regular and special assessments; (2) the sale of property owned by the Corporation; (3) loans of any kind or nature whatsoever made to the Corporation; (4) insurance policy proceeds; and (5) other monies, funds, and other valuable liquid assets received by the Corporation shall be held by, and for the benefit of the members of the Corporation. The undivided proportionate share of the monies, funds, other valuable liquid assets, and title to all of the property acquired and owned by the Corporation shall not be assigned, hypothecated, or transferred,

in any manner of any kind or nature whatsoever to, or for the benefit of a member of the Corporation except as an appurtenance to a unit and at least one (1) boat slip, the record title ownership of which shall be owned by such member. All of the monies, funds, and other valuable liquid assets shall be held by the Corporation pursuant to the provisions all more particularly as set forth in the (a) Bylaws; and (b) Declaration.

§.3.4 Voting Rights. A member of the Corporation, or a proxy, authorized and entitled to vote may cast one (1) vote for the record title owner of a unit and at least one (1) boat slip on each matter properly noticed prior to an annual, or special meeting of the members of the Corporation. Each matter approved and adopted by the majority vote of the members of the Corporation shall be binding on all record title owners of a unit and at least one (1) boat slip, unless a greater or lesser number of votes of the members otherwise shall be required pursuant to the provisions all more particularly as set forth in the (a) Articles of Incorporation; (b) Bylaws; (c) Declaration; or (d) Florida Condominium Act. If a deadlock, or tie, in the vote of the members of the Corporation shall occur, then such vote may be broken by another vote cast immediately thereafter. Up to, but not in excess of, three (3) re-votes may be held relative to such matter. If after three (3) re-votes have been held and a sufficient number of votes have not been cast to approve and adopt such matter, the approval and adoption of such matter shall be deemed to have failed. Notwithstanding anything as set forth in the (1) Articles of Incorporation; (2) Bylaws; or (3) Declaration to the contrary, no individual member of the Corporation, an authorized individual representative, authorized individual agent of a legal entity, or an express trust, who is a member of the Corporation (other than a member of the Corporation, an authorized individual representative, authorized individual agent of a legal entity, or an express trust, then serving as a member of the Board of Directors) shall be authorized and entitled to cast any vote at a meeting of the Board of Directors. Neither cumulative voting, nor voting trust agreements shall be permitted.

§.3.5 Voting Certificate. If the record title ownership to a unit and at least one (1) boat slip, or any interest therein, shall be owned by (a) more than one (1) individual; (b) one (1) or more legal entities, or an express trust; or (c) one (1) or more individuals and one (1) or more legal entities, or an express trust, a voting certificate shall be executed by all of the record title owners of a unit and at least one (1) boat slip, including an authorized individual representative, authorized individual agent of a legal entity, or an express trust, and shall designate

one (1) individual who shall be authorized and entitled to vote on behalf of a member of the Corporation. A fully executed voting certificate shall designate one (1) of the individual record title owners of a unit and at least one (1) boat slip, an authorized individual representative, authorized individual agent of a legal entity, or an express trust, who shall be authorized and entitled to vote on behalf of a member of the Corporation. A fully executed voting certificate shall be submitted to, and filed with the Secretary of the Corporation prior to any vote cast at an annual, or special meeting of the members of the Corporation. If a required fully executed voting certificate shall not have been submitted to, and filed with the Secretary of the Corporation, no vote shall be cast for such record title owner of a unit and at least one (1) boat slip. A voting certificate shall remain in full force and effect until it shall be amended or revoked. Notwithstanding anything hereinabove as set forth in ARTICLE III of the Articles of Incorporation to the contrary, the vote of a member of the Corporation may be cast by a proxy, all more particularly as set forth in the Bylaws.

§.3.6 Suspension of Voting Rights. The suspension of voting rights of a member of the Corporation shall be all more particularly as set forth in the Bylaws.

ARTICLE IV **TERM**

§.4.1 Term of Corporation. The Corporation shall have perpetual existence unless sooner dissolved pursuant to the Florida Not For Profit Corporation Act.

ARTICLE V **BYLAWS**

§.5.1 Bylaws. The Bylaws shall be approved and adopted by the members of the Corporation at an annual, or special meeting of the members, and may be amended, modified, and restated, in whole or in part, all more particularly as set forth in the Bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

§.6.1 General. The general administration and operation of the business and affairs of the Corporation shall be managed by the Board of Directors, or pursuant to the direction of the Board of Directors. The Board of Directors shall consist of at least three (3) and not more than five (5) members. The Board of Directors shall have, and may exercise all of the rights, powers, duties,

and authority all more particularly as set forth in the (a) Articles of Incorporation; (b) Bylaws; (c) Declaration; (d) Rules and Regulations; (e) Florida Condominium Act; (f) Florida Not For Profit Corporation Act; and (g) otherwise reasonably necessary and proper, all more particularly as set forth in the Bylaws.

§.6.2 Qualification of Directors. The requirements of an individual to qualify and be eligible as a candidate to serve as a member of the Board of Directors shall be all more particularly as set forth in the Bylaws.

§.6.3 Election of Directors. The members of the Board of Directors shall be elected all more particularly as set forth in the Bylaws.

§.6.4 Term of Directors. The term of each member of the Board of Directors shall be all more particularly as set forth in the Bylaws.

§.6.5 Vacancies. Other than at an annual meeting of the members of the Corporation, the vacancy of any one (1) or more of the members of the Board of Directors shall be filled and elected all more particularly as set forth in the Bylaws.

§.6.6 Meetings of Board of Directors. The meetings of the members of the Board of Directors shall be held and conducted all more particularly as set forth in the Bylaws.

§.6.7 Action without a Meeting. Notwithstanding anything as set forth in the (a) Articles of Incorporation; (b) Bylaws; (c) Declaration; or (d) Florida Condominium Act to the contrary, any matter permitted to be approved and adopted by the Board of Directors may be approved and adopted by the members of the Board of Directors without a meeting, all more particularly as set forth in §617.0821 of the Florida Not For Profit Corporation Act if all (i.e. 100%) of the members of the Board of Directors consent to such matter. Any matter approved and adopted by the Board of Directors without a meeting shall be set forth in, and evidenced by a written document executed by all of the members of the Board of Directors, which document shall (1) include the specific and express matter approved and adopted by all of the members of the Board of Directors; and (2) describe in a clear and concise manner the specific and express matter approved and adopted by all of the members of the Board of Directors. The written document shall be effective in the same manner as if (a) a meeting of the Board of Directors had taken place; (b) all of the members were physically

present and participated in a meeting; and (c) all of the members had voted unanimously relative to such matter.

§.6.8 Current Board Members. The names and addresses of the members of the Board of Directors currently serving are as follows:

<u>Name</u>	<u>Address</u>
Paul F. Dougherty	211 Buckner Avenue South Unit 814 Everglades City, Florida 34139
John D. Purifoy	126 Riverview Lane Belhaven, North Carolina 27810
Susan P. Anderson	211 Buckner Avenue South Unit 824 Everglades City, Florida 34139
Chris B. Baugher	455 Nursery Lane Aspers, Pennsylvania 17304
Peter H. Schmidt	221 Buckner Avenue South Unit 821 Everglades City, Florida 34139.

§.6.9 Compensation. No member of the Board of Directors shall be entitled to, or receive any compensation for services rendered as a member of the Board of Directors. Members of the Board of Directors shall be reimbursed for reasonable out-of-pocket costs and expenses incurred and paid by such member on behalf of, and for the benefit of the Corporation.

ARTICLE VII **OFFICERS**

§.7.1 General. The day-to-day administration and operation of the business and affairs of the Corporation shall be conducted by the officers of the Corporation. The officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held concurrently by one (1) individual. The President shall not serve concurrently as President, and either Secretary, or Treasurer. The Board of Directors may elect such additional other officers of the Corporation as shall be deemed reasonably necessary and in the best interest of the Corporation, including but not limited to, an Assistant Vice-President, Assistant Secretary, and Assistant

Treasurer. Such additional other officers of the Corporation shall have the rights, powers, duties, and authority as the Board of Directors shall determine.

§.7.2 Qualification of Officers. The requirements of an individual to qualify and be eligible as a candidate to serve as an officer of the Corporation shall be all more particularly as set forth in the Bylaws.

§.7.3 Election of Officers. The officers of the Corporation shall be elected all more particularly as set forth in the Bylaws.

§.7.4 Term of Officer. The term of each officer of the Corporation shall be all more particularly as set forth in the Bylaws.

§.7.5 Vacancies. Other than at the organizational meeting of the Board of Directors, the vacancy of any one (1) or more of the officers of the Corporation shall be filled and elected by the majority vote of the then members of the Board of Directors, all more particularly as set forth in the Bylaws.

§.7.6 Current Officers. The names, addresses, and officers of the Corporation currently serving are as follows:

<u>Name & Office</u>	<u>Address</u>
Paul F. Dougherty [^] - President	211 Buckner Avenue South Unit 814 Everglades City, Florida 34139
Chris B. Baugher [^] Vice President	455 Nursery Lane Aspers, Pennsylvania 17304
Susan P. Anderson [^] -	211 Buckner Avenue South Unit 824 Everglades City, Florida 34139
Carol E. Dougherty [^] - Treasurer	211 Buckner Avenue South Unit 814 Everglades City, Florida 34139.

§.7.7 Compensation. No officer of the Corporation shall be entitled to, or receive any compensation for services rendered as an officer of the Corporation. Officers of the Corporation shall be reimbursed for reasonable out-of-pocket costs and expenses

incurred and paid by such officer on behalf of, and for the benefit of the Corporation.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

§.8.1 Amendment Procedure. The Articles of Incorporation may be amended, modified, and restated, in whole or in part, as follows:

A. Proposal. Either two (2) or more of the members of the Board of Directors, or one-third ($\frac{1}{3}$) or more of the members of the Corporation authorized and entitled to vote may submit a proposed amendment to the Articles of Incorporation to the Board of Directors. The proposed amendment shall set forth the full text of the proposed amendment. Subject to the approval and adoption by the Board of Directors, a proposed amendment to the Articles of Incorporation then shall be submitted to the members of the Corporation at an annual, or special meeting of the members. The notice of an annual, or special meeting of the members of the Corporation shall set forth the full text of the proposed amendment to the Articles of Incorporation to be considered at such meeting, all more particularly as set forth in §617.1002, §617.1006, and §617.1007 of the Florida Not For Profit Corporation Act;

B. Adoption. The approval and adoption of an amendment to the Articles of Incorporation shall be by the three-fourths ($\frac{3}{4}$) majority vote of the members of the Corporation authorized and entitled to vote at an annual, or special meeting of the members. The members of the Corporation may vote either (1) in person; (2) by limited proxy; or (3) by a written document (a) executed in the form required for the execution of a deed by a member of the Corporation authorized and entitled to vote; and (b) that in a clear and concise manner shall approve, or deny the approval and adoption of the amendment. Such written document shall be submitted to, and filed with the Secretary of the Corporation. An approved and adopted amendment to the Articles of Incorporation shall be (i) executed by the President of the Corporation in the form required for the execution of a deed; and (ii) filed with the Division of Corporations of the Secretary of State of the State of Florida. A certified copy of the amended Articles of Incorporation then shall be recorded in the Public Records of Collier County, Florida;

C. Certificate. An amendment to the Articles of Incorporation approved and adopted by the members of the Corporation shall be evidenced and documented by a certificate of

the Corporation. Such certificate shall confirm that the amendment to the Articles of Incorporation has been approved and adopted by the three-fourths (¾) majority vote of the members of the Corporation authorized and entitled to vote at an annual, or special meeting of the members; and

D. Effective Date. An approved and adopted amendment to the Articles of Incorporation shall become effective when filed with the Division of Corporations of the Secretary of State of the State of Florida. An amendment to the Articles of Incorporation shall be effective prospectively, and shall not adversely affect any matter that shall have occurred prior to the effective date of an amendment, except otherwise specifically and expressly as may be set forth in the (1) Articles of Incorporation; (2) Bylaws; or (3) Declaration.

§.8.2 Prohibited Amendments. Notwithstanding anything hereinabove as set forth in ARTICLE VIII of the Articles of Incorporation to the contrary, no amendment to the Articles of Incorporation shall be approved and adopted by the members of the Corporation that shall affect, or change in any manner of any kind or nature whatsoever, the following:

A. Qualifications of Membership and Voting Rights. An amendment that shall affect, or change the (1) qualifications to become a member of the Corporation; or (2) voting rights of the members of the Corporation shall be prohibited; and

B. Conflicts. An amendment that conflicts with any one (1) or more of the provisions as set forth in (1) another provision of the Articles of Incorporation; (2) another provision of the Bylaws; (3) another provision of the Declaration; (4) the Florida Condominium Act; or the (5) Florida Not For Profit Corporation Act shall be prohibited.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

§.9.1 Indemnification. Each and every member of the Board of Directors and officer of the Corporation who acted properly and in good faith shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law. Such indemnification shall include all liabilities and monetary damages, including but not limited to (a) special, consequential, punitive, incidental, and exemplary damages; (b) reasonable costs, expenses, and attorney fees; (c) legal judgments; (d) administrative governmental proceedings and rulings; or

(e) other final lawful adjudications imposed upon and incurred by any such director and officer in connection with any threatened, investigative, actual, pending, or completed (1) legal proceeding; (2) administrative governmental proceeding; or (3) appellate proceeding relative to the service of a member of the Board of Directors and an officer of the Corporation. Such indemnification shall include civil, criminal, administrative, and investigative matters, and also shall apply (a) if a member of the Board of Directors or officer of the Corporation shall be a witness; (b) whether or not such liabilities, damages, reasonable costs, expenses, and attorney fees are incurred prior to, during, or subsequent to the term of office of such director and officer; (c) to matters that shall occur prior to, during, or subsequent to the term of office of such director and officer; (d) whether or not such director or officer shall be named, or designated as a party, witness to, or otherwise shall be involved in any such proceeding; and (e) if the members of the Board of Directors not involved in such legal or administrative proceeding shall determine that such indemnification shall be in the best interests of the Corporation. Subject always to the provisions hereinafter as set forth in §.9.2 and §.9.3, the indemnification of a director and officer by the Corporation shall apply only to the reasonable amount of the above-referenced liabilities, damages, costs, expenses, and attorney fees in excess of any and all other contractual rights of indemnification (e.g. Directors and Officers Liability Insurance policy proceeds) for which such director and officer shall be entitled to receive, and shall have been paid, pursuant to a (i) statutory or contractual right; or (ii) order issued by a court of competent jurisdiction. To the extent, if at all, that the right, power, and authority of the Corporation to indemnify and hold harmless any member of the Board of Directors and officer of the Corporation hereinabove as set forth §.9.1 shall be unenforceable due to the violation of any law, or public policy, the Corporation nonetheless shall indemnify and hold harmless (to the maximum amount otherwise permitted by law, or public policy), such member of the Board of Directors and officer of the Corporation.

§.9.2 Exceptions. Notwithstanding anything hereinabove as set forth in §.9.1 to the contrary, the Corporation shall not have any obligation of any kind or nature whatsoever to indemnify and hold harmless any member of the Board of Directors and officer of the Corporation if a legal judgment (at law or in equity), administrative governmental proceeding and ruling, or other final lawful adjudication imposed upon and incurred by any such director and officer shall conclude that any act, failure to act, breach, other material failure, or omission by such member of the Board of

Directors and officer of the Corporation that shall have occurred prior to, during, or subsequent to the term of office of such director and officer was material to the matter at issue, as finally determined, and involved any one (1) or more of the following:

A. Willful Misconduct. Willful gross misconduct, malfeasance, misfeasance, gross negligence, conscious disregard relative to the best interests of the Corporation, misrepresentation of a material fact, conscious omission of a legal duty, obfuscation, concealment of material information and facts, fraudulent statement or act, commission of a civil fraud, or breach of fiduciary duty as a member of the Board of Directors and officer of the Corporation;

B. Criminal Conviction. Conviction of a misdemeanor or felony, including but not limited to a violation of criminal law all more particularly as set forth in §617.0834 of the Florida Not For Profit Corporation Act relative to the performance, or non-performance of the rights, powers, duties, and authority of such member of the Board of Directors and officer of the Corporation; and

C. Improper Financial Benefit. Receipt of an improper pecuniary, financial, or personal benefit derived directly, indirectly, or otherwise relative to the performance, or non-performance of the rights, powers, duties, and authority of a member of the Board of Directors and officer of the Corporation.

§.9.3 Settlement. In the event of a final settlement (as opposed to a final legal or administrative adjudication) of any of type of legal, administrative, or appellate proceeding hereinabove as set forth in ARTICLE IX of the Articles of Incorporation, the indemnification of a member of the Board of Directors and officer of the Corporation shall apply only if the members of the Corporation shall approve such final settlement and determine that the indemnification of such member of the Board of Directors and officer of the Corporation shall be in the best interest of the Corporation. The approval of the indemnification of a member of the Board of Directors and officer of the Corporation in the event of a final settlement shall be approved and adopted by the three-fourths (3/4) majority vote of the members of the Corporation authorized and entitled to vote at an annual, or special meeting of the members.

§.9.4 Subrogation. Upon the payment of any funds by the Corporation for the indemnification of a member of the Board of

Directors and officer of the Corporation, the acceptance of such indemnification payment from the Corporation by such member of the Board of Directors and officer of the Corporation shall constitute the irrevocable assignment to the Corporation, by such director and officer, of any and all subrogation rights of such director and officer.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

§.10.1 Registered Office. The registered office of the Corporation currently is located at:

211-221 Buckner Avenue South
Everglades City, Florida 34139.

§.10.2 Registered Agent. The registered agent of the Corporation currently serving for service of process on the Corporation is:

Paul F. Dougherty
211 Buckner Avenue South
Unit 814
Everglades City, Florida 34139.

ARTICLE XI
SUBSCRIBER

§.11.1 Incorporator and Subscriber. The name, address, and title of the subscriber, as the incorporator to the Articles of Incorporation shall be:

Paul F. Dougherty, President
Everglades City Club, Lodge & Villas
Condominium Association, Inc.
211 Buckner Avenue South
Unit 814
Everglades City, Florida 34139.

ARTICLE XII
MISCELLANEOUS

§.12.1 Captions. The article, section, and subsection captions and headings as set forth in the Articles of Incorporation are included only for purposes of reference and convenience and shall not be used in interpreting, or construing the meaning of any one (1) or more of the provisions as set forth in the Articles of Incorporation.

§.12.2 Conflicts within Articles of Incorporation. If a conflict, or limitation exists, or shall arise in the future between and among any one (1) or more of the provisions as set forth in the Articles of Incorporation, such conflict, or limitation shall be resolved by the approval and adoption of an amendment to the Articles of Incorporation, all more particularly as set forth in ARTICLE VIII of the Articles of Incorporation.

§.12.3 Other Conflicts. If a conflict exists, or shall arise in the future between and among one any (1) or more of the provisions as set forth in the (a) Articles of Incorporation and Declaration, the provisions as set forth in the Articles of Incorporation shall control and prevail in all such events; (b) Articles of Incorporation and Bylaws, the provisions as set forth in the Articles of Incorporation shall control and prevail in all such events; and (c) Articles of Incorporation and Florida Condominium Act, the provisions as set forth in the Florida Condominium Act shall control and prevail in all such events; and (d) Articles of Incorporation and Florida Not For Profit Corporation Act, the provisions as set forth in the Florida Not For Profit Corporation Act shall control and prevail in all such events.

§.12.4 Gender and Number. As set forth in the Articles of Incorporation (a) the masculine, feminine, or neuter gender; (b) the singular or plural number, form, case, or tense; and (c) natural persons, and legal or artificial entities, each shall be deemed to include the other whenever the context so indicates, or otherwise as shall be appropriate.


§.12.5 Invalid Provision and Severability. If any one (1) or more of the provisions as set forth in the Articles of Incorporation shall be held by a court of competent jurisdiction to be invalid, or unenforceable, in whole or in part, such invalidity, or unenforceability shall not impair the validity, or enforceability of the remaining provisions as set forth in the Articles of Incorporation, all of which shall remain in full force and effect.

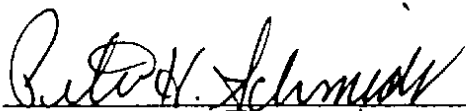
§.12.6 Electronic Signature. The Florida Electronic Signature Act of 1996, §668 of the Florida Statutes, may be used by the Corporation unless otherwise provided by law. The exchange of e-mail correspondence, including but not limited to, a facsimile transmission, also known as a fax, or other electronic messaging medium legally shall be sufficient for the Corporation to form any type of contract, or legally enforceable agreement in the state of Florida, including but not limited to, a contract, or other legally

enforceable agreement of any kind or nature whatsoever required by law to be in a written and signed document. An electronic signature and the initials of an authorized individual officer, authorized individual representative, authorized individual agent of a legal entity, or an express trust, to act on behalf of the Corporation shall include letters, initials, characters, numbers, or symbols that shall evidence in a clear and concise manner the electronic signature and initials of an authorized individual officer, authorized individual representative, authorized individual agent of a legal entity, or an express trust, to act on behalf of the Corporation. Such electronic signature and initials shall have the same force and effect as the handwritten signature and initials of an authorized individual officer, authorized individual representative, authorized individual agent of a legal entity, or an express trust, to act on behalf of the Corporation. If the exchange of electronic correspondence hereinabove as set forth in §.12.6 shall not conclude in a mutual understanding relative to the formation of a contract, or other legally enforceable agreement reached by, between, and among the Corporation, another legal entity, an express trust, or an individual involved in the use and exchange of such electronic correspondence, such electronic correspondence shall set forth in a clear and concise manner that no contract, or other legally enforceable agreement of any kind or nature whatsoever shall have been created, formed, or established.

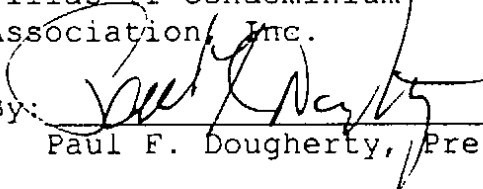
IN WITNESS WHEREOF, the undersigned hereunto has set his hand and seal this 30th day of August 2022.

WITNESSES:


Print Name: Roberta R. Stone


Print Name: Peter H. Schmidt

Everglades City Club, Lodge & Villas II Condominium Association, Inc.

By: 
Paul F. Dougherty, President

2022 SEP -1 AM 10:07
RECEIVED

STATE OF FLORIDA)
) SS.
COUNTY OF COLLIER)

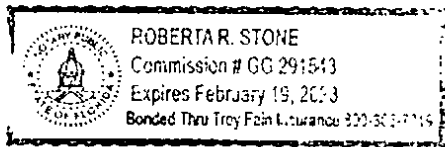
The foregoing instrument was acknowledged before me on this 30th day of August 2022, by Paul F. Dougherty, as President of Everglades City Club, Lodge & Villas II Condominium Association, Inc., who physically appeared before me, who did not take an oath, and who:

(Notary must check applicable box)

- is personally known to me;
- produced a current Pennsylvania driver's license as identification, being license number 1324449Z; or
- produced _____ as identification.

Physical presence

Robert R. Stone
NAME: Robert R Stone
Notary Public,
State of Florida at Large



My Commission Expires: 02/15/2023

2022 SEP -1 11:00 AM '22

NOTICE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Everglades City Club, Lodge & Villas II Condominium Association, Inc. at the address designated in the First Amendment and Restatement of Articles of Incorporation, the undersigned is familiar with the obligations as the registered agent of Everglades City Club, Lodge & Villas II Condominium Association, Inc., pursuant to §617.0501(3) of the Florida Not For Profit Corporation Act.

Paul F. Dougherty
Paul F. Dougherty,
Registered Agent